

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of the Joint Application of	)	
	)	
<b>Endurance Parent, Inc.,</b> <i>Transferee,</i>	)	
	)	
<b>Lantelco, Inc.,</b> <i>Transferor,</i>	)	WC Docket No. 22-_____
	)	
<b>Barch Corporation,</b> <i>Transferor,</i>	)	IB File Nos. ITC-T/C-2022_____
	)	ITC-T/C-2022_____
and	)	
	)	
<b>Empire Telephone Corporation,</b>	)	
<b>Empire Long Distance Corporation d/b/a</b>	)	
<b>Empire Access,</b>	)	
<b>North Penn Telephone Company, and</b>	)	
<b>North Penn Long Distance Corporation,</b>	)	
<i>Section 214 Holders,</i>	)	
	)	
for Grant of Authority Pursuant to Section 214	)	
of the Communications Act of 1934, as	)	
amended, and Sections 63.04 and 63.24 of the	)	
Commission’s Rules to Transfer Control of the	)	
Section 214 Holders	)	

**JOINT APPLICATION**

Endurance Parent, Inc. (“Transferee”); Lantelco, Inc. (“Lantelco”) and Barch Corporation (“Barch”) (Lantelco and Barch together, the “Transferors”); Empire Telephone Corporation (“Empire Telephone”), Empire Long Distance Corporation d/b/a Empire Access (“ELD”), North Penn Telephone Company (“North Penn Telephone”) and North Penn Long Distance Corporation (“NPLD”) (Empire Telephone, ELD, North Penn Telephone and NPLD collectively, the “Section 214 Holders”) (Transferee, Transferors and the Section 214 Holders collectively, the “Applicants”), pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§

63.04 & 63.24, request Commission approval to transfer ownership and control of the Section 214 Holders to Transferee.

In support of this Application, Applicants provide the following information:

**I. DESCRIPTION OF THE APPLICANTS**

**A. Transferee**

Transferee is a direct, wholly owned subsidiary of Endurance Midco, Inc., which is, in turn, a direct, wholly owned subsidiary of Endurance Parent Holdco, Inc. (“Endurance Holdco”). Endurance Holdco is a direct, wholly owned direct subsidiary of Endurance Parent Holdings, LP (“Holdings”). Holdings is indirectly majority owned and wholly controlled by: Antin Infrastructure Partners Mid Cap I-A SCSp (“Antin Mid Cap A”), Antin Infrastructure Partners Mid Cap I-B SCSp (“Antin Mid Cap B”), Antin Infrastructure Partners Mid Cap I-C SCSp (“Antin Mid Cap C”), and Antin Infrastructure Partners Mid Cap I FPCI (“Antin Mid Cap France”) (Antin Mid Cap A, Antin Mid Cap B, Antin Mid Cap C and Antin Mid Cap France collectively, the “Antin Mid Cap Funds”). The Antin Mid Cap Funds are private equity funds that are directly or indirectly managed and controlled by Antin Infrastructure Partners S.A.S. (“Antin France”). Antin France is a private equity firm based in New York, Paris, London and Luxembourg that is focused on infrastructure investments in the telecommunications, energy and environment, transportation, and social sectors. Antin France is directly, wholly owned by Antin Infrastructure Partners SA (“AIP”), a publicly traded company (Euronext Paris: ANTIN). Two individuals have a 10% or greater ownership interest in AIP.

## **B. Transferors and the Section 214 Holders**

The Section 214 Holders and their affiliates provide telecommunications and non-telecommunications services, including cable television services and broadband internet access services, in certain portions of New York and Pennsylvania.

Lantelco is the owner of 91.6% of the voting interests in Empire Telephone, and, indirectly through Empire Telephone, Lantelco owns the same percentage of ELD. Lantelco is a corporation organized under the laws of the State of New York. There is no foreign ownership interest within Lantelco. Lantelco provides no telecommunications services.

Empire Telephone and ELD are both authorized and provide telecommunications services in New York; Empire Telephone is a rural local exchange carrier and ELD is a competitive facilities-based provider and reseller of local exchange and interexchange service. Empire Telephone is an interstate rate of return incumbent Local Exchange Carrier (“ILEC”). In addition, Empire Telephone’s subsidiary Empire Video Services Corp. (“EVSC”) is a cable operator holding cable franchises from multiple localities in New York.

Barch is the owner of 82.1% of the voting interests in North Penn Telephone, and, indirectly through North Penn Telephone, owns the same percentage of NPLD. Barch is a corporation organized under the laws of the State of New York. There is no foreign ownership interest within Barch. Barch provides no telecommunications services.

North Penn Telephone and NPLD are authorized to provide telecommunications services in Pennsylvania; North Penn Telephone is a rural local exchange carrier and NPLD is a competitive local exchange and interexchange carrier. North Penn Telephone is an interstate rate of return ILEC. In addition, Barch’s subsidiary, Community Cable Corp. of Pennsylvania (“Community”),

is a cable operator holding cable franchises from multiple localities in New York and Pennsylvania.

For completeness, Empire Telephone and North Penn Telephone provide the below information regarding, currently, their respective 10% or greater shareholders on a voting basis arising from voting interest transfers between members of the Wagner family, including for estate planning purposes. At all times since October 2017, Brian A. Wagner has served as President of Empire Telephone and North Penn Telephone, and, at all times since 2000, he has been responsible for overseeing the day-to-day operations of each of Empire Telephone and North Penn Telephone.

As indicated above, Lantelco owns 91.62% of the voting interests in Empire Telephone and thus, indirectly the same voting interest percentage in ELD (a wholly owned subsidiary of Empire Telephone). Based on the existence of various trusts the 10% or greater individual shareholders with derivative voting rights in Empire Telephone as a result of their ownership in Lantelco (based on the total of both common and preferred shares and their respective voting rights) are: Brendan Wagner (a citizen of the United States with approximately 16.17% interest in Lantelco and derivatively an approximate 14.81% voting interest in Empire Telephone coupled with his individual direct ownership in Empire Telephone of 4.19%);<sup>1</sup> Brian A. Wagner (approximately 43.53% interest in Lantelco and derivatively an approximate 39.87% voting interest in Empire Telephone);<sup>2</sup> and Robert H. Wagner (derivatively an approximate 35.81%

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<sup>1</sup> Brendan Wagner (grandson of Robert H. Wagner and son of Brian A. Wagner) owns approximately a 19.00% effective voting interest in Empire Telephone, based on his directly owned 4.19% voting interest in Empire Telephone and a direct ownership (and thus voting interest) of approximately a 16.17% interest in Lantelco (or a derivative approximately 14.81% indirect voting interest in Empire Telephone through his ownership in Lantelco).

<sup>2</sup> With respect to Empire Telephone, Brian A. Wagner owns an approximately 39.87% effective voting interest in Empire Telephone. (1) Brian A. Wagner owns direct an approximately 2.17% interest in Lantelco. (2) Brian A. Wagner is a co-trustee (along with his father Robert H. Wagner) of the Trust f/b/o Robert H. Wagner under the Will of Ann Wagner (the "RHW Trust").

interest in Lantelco and derivatively an approximate 32.80% voting interest in Empire Telephone).<sup>3</sup>

The RHW Trust owns approximately a 48.68% voting interest in Lantelco, and thus a derivative 44.60% indirect voting interest in Empire Telephone. Under the RHW Trust, unanimous consent of both trustees is required for the RHW Trust to act and, therefore, neither trustee can force the RHW Trust to take any action. As a result, Brian A. Wagner, as a co-trustee of the RHW Trust, holds 50% of the voting interest of the RHW Trust; he therefore has an approximately 22.30% voting interest in Empire Telephone through the RHW Trust. (3) Brian A. Wagner also is a co-trustee (along with Beth A. Wagner, a United States citizen) of the Trust f/b/o Beth A. Wagner under the Will of Ann Wagner (the “BAW Trust”), a trust organized under the laws of the State of New York. The BAW Trust owns an approximately 11.18% voting interest in Lantelco, and a derivative ownership interest in Empire Telephone of approximately 10.25%. Like the RHW Trust, the unanimous consent of both trustees is required for the BAW Trust to act, and, therefore, neither trustee can force the BAW Trust to take any action. As the co-trustee of the BAW Trust, Brian A. Wagner holds 50% of the voting interest of the BAW Trust, and thus an approximately 5.12% voting interest in Empire Telephone through the BAW Trust. (4) Brian A. Wagner also owns a 99.00% limited partnership interest in the Wagner Limited Partnership (the “Limited Partnership”) and 50% of the outstanding voting stock of Wagner Partners Management, Inc. (the “General Partner”), which owns the remaining 1.00% interest in the Limited Partnership. The General Partner holds the only voting interest in the Limited Partnership. The Limited Partnership owns an approximately 18.25% voting interest in Lantelco and a direct 4.19% voting interest in Empire Telephone, which results in the Limited Partnership owning an approximately 20.91% voting interest in Empire Telephone (i.e., 18.25% multiplied by the 91.62% Lantelco ownership percentage in Empire plus the 4.19% direct ownership interest). As a result of his status as 50% owner of the General Partner, Brian A. Wagner has an approximately 10.46% derivative voting interest in Empire Telephone through the Limited Partnership. For purposes of the underlying Transaction, Robert H. Wagner and Brian A. Wagner elected Brian as the sole director and officer the General Partner for administrative convenience to allow Brian A. Wagner to make decisions on behalf of the General Partner in connection with his significant role in the Transaction. If the Transaction does not close, the shareholders of the General Partner intend to revert back to the prior governance arrangement with Robert H. Wagner and Brian A. Wagner both as officers and directors of the General Partner. (5) Finally, Brian A. Wagner owns an approximately 0.88% voting interest in the Empire Employee Stock Ownership Plan (“Empire ESOP”), which owns an approximately 0.12% voting interest in Lantelco, and, therefore, an indirect voting interest in Empire Telephone of approximately 0.10%. The Empire ESOP participants will vote on the Transactions on a pass-through. Therefore, Brian Wagner has an additional approximately 0.0009% voting interest in Empire Telephone through his ownership in the Empire ESOP.

<sup>3</sup> With respect to Empire Telephone, Robert H. Wagner owns an approximately 32.80% effective voting interest in Empire Telephone. (1) Robert H. Wagner is a co-trustee (along with Brian A. Wagner) of the RHW Trust. Consistent with the above analysis for Brian A. Wagner, Robert H. Wagner has an approximately 22.30% voting interest in Empire Telephone through the RHW Trust. (2) Robert H. Wagner owns an approximately 50% of the outstanding voting stock of the General Partner of the Limited Partnership. Consistent with the above analysis for Brian A.

As indicated above, Barch owns 82.08% of voting interests in North Penn Telephone and thus, indirectly the same voting interest percentage in NPLD (a wholly-owned subsidiary of North Penn Telephone). The only 10% or greater shareholders of Barch (based on the total of both common and preferred shares and their respective voting rights): Brian A. Wagner as noted previously (approximately 44.09% interest in Barch and a derivative ownership in North Penn Telephone of approximately 36.19%)<sup>4</sup> and Robert H. Wagner (approximately 34.49% interest in Barch and a derivative interest in North Penn Telephone of approximately 28.31%).<sup>5</sup>

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Wagner, Robert H. Wagner has approximately a 10.46% voting interest in Empire Telephone through the Limited Partnership. (3) Robert H. Wagner owns an approximately 40.68% voting interest in the Empire ESOP. Therefore, consistent with the above analysis for Brian A. Wagner, he owns an additional approximately 0.04% voting interest in Empire Telephone through his ownership in the Empire ESOP.

<sup>4</sup> Brian A. Wagner owns an approximately 36.19% effective voting interest in North Penn Telephone. (1) Brian A. Wagner directly owns an approximately 2.64% interest in Barch, which means that Brian A. Wagner has an indirect 2.17% voting interest in North Penn Telephone (i.e., 2.64% multiplied by the 82.08% Barch ownership percentage in North Penn Telephone). (2) The RHW Trust owns approximately a 49.00% voting interest in Barch. The RHW Trust, therefore, owns approximately a 40.22% indirect voting interest in North Penn Telephone. Consistent with the above analysis for the interest of the RHW Trust in Empire Telephone, Brian A. Wagner has approximately a 20.11% voting interest in North Penn Telephone through the RHW Trust. (3) The BAW Trust owns approximately a 14.25% voting interest in Barch. The BAW Trust, therefore, owns approximately a 11.70% indirect voting interest in North Penn Telephone. Consistent with the above analysis for the interest of the BAW Trust in Empire Telephone, Brian A. Wagner has approximately a 5.85% voting interest in North Penn Telephone through the BAW Trust. (4) The Limited Partnership owns approximately a 15.60% voting interest in Barch and a 3.33% direct voting interest in North Penn Telephone, which results in the Limited Partnership effectively owning a derivative 16.13% voting interest in North Penn Telephone (i.e., 15.60% multiplied by the 82.08% Barch ownership percentage in North Penn Telephone plus the 3.33% direct ownership interest). Consistent with the above analysis for the interest of the Limited Partnership in Empire Telephone, Brian A. Wagner therefore has approximately an 8.06% voting interest in North Penn Telephone through the Limited Partnership. (5) Finally, Brian A. Wagner owns approximately a 0.52% voting interest in the North Penn Employee Stock Ownership Plan ("North Penn ESOP"), which owns approximately a 0.68% voting interest in Barch and which equates to an indirect voting interest in North Penn Telephone of approximately 0.55%. Like the Empire ESOP, the North Penn ESOP participants will vote on the Transactions on a pass-through. Therefore, Brian A. Wagner has an additional approximately 0.003% voting interest in North Penn Telephone through his ownership in the North Penn ESOP.

<sup>5</sup> Robert H. Wagner owns approximately a 28.31% effective voting interest in North Penn

## II. DESCRIPTION OF THE TRANSACTIONS

Pursuant to the Agreement and Plan of Merger (the “Agreement”), dated as of March 24, 2022, by and among Transferee, Endurance Merger Sub 1, Inc. (“Merger Sub 1”), Endurance Merger Sub 2, Inc. (“Merger Sub 2”), Lantelco, Barch, and Brian Wagner, solely in his capacity as the Shareholder Representative (as defined thereunder) and its ancillary agreements, among other transactions,<sup>6</sup> (1) Empire Telephone will contribute the stock of ELD and EVSC to Lantelco (the “*Pro Forma Contributions*”) and immediately thereafter (2) Lantelco will merge with and into Merger Sub 1 and Barch will merge with and into Merger Sub 2, with Lantelco and Barch surviving the respective mergers (the “Mergers”). In addition, immediately or shortly after the Mergers, Transferors will be removed from the ownership chains of the Section 214 Holders (together with the *Redemptions, Pro Forma Exchange, Pro Forma Contributions* and *Mergers*, the “Transactions”). Upon completion of the Transactions, therefore, Empire Telephone, ELD, EVSC and North Penn Telephone will be direct subsidiaries of Transferee and NPLD will be an indirect subsidiary of Transferee.

Transferee expects that within approximately one year following the Transactions, Antin Mid Cap I Finco (“Finco”) will transfer its limited partnership interest in Holdings to the Antin Mid Cap Funds (the “*Pro Forma Holdings Contribution*”) in the same percentage as those entities

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Telephone. Consistent with the above analysis for Brian A. Wagner, Robert H. Wagner: (1) has an approximately 20.11% voting interest in North Penn Telephone through the RHW Trust; (2) has an approximately 8.06% voting interest in North Penn Telephone through the Limited Partnership; and (3) owns an approximately 26.26% voting interest in the North Penn ESOP which, therefore, consistent with the above analysis for Brian A. Wagner, equates to an additional approximately 0.14% voting interest in North Penn Telephone.

<sup>6</sup> The other transactions include: (1) the preferred shareholders of Lantelco and Barch shall each be redeemed pursuant to the charters of those companies (the “*Redemptions*”), (2) each of Brendan Wagner and Wagner Limited Partnership will contribute the stock they hold directly in Empire Telephone to Lantelco in exchanges for pro rata shares in Lantelco (the “*Pro Forma Lantelco Exchange*”)

currently own Finco. Since the *Pro Forma Holdings Contribution* simply removes Finco from the ownership structure, the *Pro Forma Holdings Contribution* is *pro forma* in nature. To the extent necessary, Transferee requests approval for the *Pro Forma Holdings Contribution* and the resulting *pro forma* change in the ownership of the Section 214 Holders.

Diagrams depicting the current and post-Transactions and post-*Pro Forma Holdings Contribution* corporate ownership structure of the Section 214 Holders are provided as **Exhibit A**.

### **III. PUBLIC INTEREST CONSIDERATIONS**

#### **A. The Transactions Satisfy the Commission’s Public Interest Test**

Under 47 U.S.C. § 214(a), the Commission must determine whether a proposed transfer of control of a provider of interstate or international telecommunications services is consistent with the public interest, convenience and necessity.<sup>7</sup> In making such a determination, the Commission, among other matters, assesses “whether the proposed transaction complies with the specific provisions of the Act, other applicable statutes, and the Commission’s rules”<sup>8</sup> and then, second, if a proposed transaction would not violate the Act, any other applicable statute, or any of the

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<sup>7</sup> See, e.g., *Applications of Level 3 Communications, Inc. and CenturyLink, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 32 FCC Rcd. 9581, 9585 ¶ 8 (2017) (“*Level 3-CenturyLink Order*”); *Applications of AT&T Inc. and DIRECTV For Consent to Assign or Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 30 FCC Rcd. 9131, 9139-40 ¶ 18 (2015) (“*AT&T-DIRECTV Order*”); *Applications of XO Holdings and Verizon Communications Inc. For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 31 FCC Rcd. 12,501, 12,504-05 ¶ 7 (Wireline Comp., Int’l, and Wireless Tel. Burs. 2016) (“*Verizon-XO Order*”).

<sup>8</sup> See *Level 3-CenturyLink Order*, 32 FCC Rcd. at 9585 ¶ 8; *AT&T-DIRECTV Order*, 30 FCC Rcd. at 9139-40 ¶ 18 (citations omitted); *Verizon-XO Order*, 31 FCC Rcd. at 12,504-05 ¶ 7 (citations omitted); *Applications of SoftBank Corp., Starburst II, Inc., Sprint Nextel Corp., and Clearwire Corp.*, Memorandum Opinion and Order, Declaratory Ruling, and Order on Reconsideration, 28 FCC Rcd. 9642, 9650 ¶ 23 (citations omitted) (“*Softbank-Sprint-Clearwire Order*”); *Applications Filed by Qwest Communications International Inc. and CenturyTel, Inc. d/b/a CenturyLink For Consent to Transfer Control*, Memorandum Opinion and Order, 26 FCC Rcd. 4194, 4198-99 ¶ 7 (citation omitted) (“*Qwest-CenturyLink Order*”).



Commission's rules, the Commission then considers whether a proposed transaction "could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the [Communications] Act or related statutes."<sup>9</sup> The Applicants respectfully submit that they are not aware of any such public interest harms that should arise from the Commission's approval of the Transactions.

Applicants respectfully submit that approval of this Application would not frustrate or impair the Commission's implementation or enforcement of the Act or interfere with the objectives of the Act or other statutes. To the contrary, as detailed below, the Applicants believe that the proposed Transactions will offer public interest benefits without any material countervailing harms. In the absence of any such harms, transaction-specific conditions are unnecessary.

#### **B. The Proposed Transactions Will Serve the Public Interest**

The proposed Transactions will serve the public interest. The Transactions will provide the Section 214 Holders and their affiliates with access to the financial and operational expertise and resources of Antin Infrastructure Partners ("Antin"). Antin has substantial experience investing in communications infrastructure companies, including the current and previous portfolio companies of related Antin funds such as FirstLight Fiber, Inc. ("FirstLight"). The Section 214 Holders will benefit from this financial and operational experience and expertise. Transferee will seek to build on the Section 214 Holders' existing assets, support investment in new infrastructure and continue to offer high-quality services to customers. The Section 214 Holders therefore will continue to

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<sup>9</sup> See *Level 3-CenturyLink Order*, 32 FCC Rcd. at 9585 ¶ 9; *AT&T-DIRECTV Order*, 30 FCC Rcd. at 9140 ¶ 18 (citation omitted); *Verizon-XO Order*, 31 FCC Rcd. at 12,504-05 ¶ 7 (citation omitted); *SoftBank-Sprint-Clearwire Order*, 28 FCC Rcd. at 9651 ¶ 23 (citation omitted); *Qwest-CenturyLink Order*, 26 FCC Rcd. at 4199 ¶ 7.

have the managerial, technical and financial qualifications to provide high quality telecommunications services supported by experienced management.

At the same time, the Transactions will have no adverse impact on the customers or operations of the Section 214 Holders. Upon consummation of the Transactions, the Section 214 Holders will continue to provide their services at the same rates, terms and conditions, as governed by existing contracts, as applicable. The Transactions, therefore, are intended to be transparent to customers and should not cause customer confusion or disruption. Further, the managerial, technical and operational standards of the Section 214 Holders will be maintained or enhanced. In addition, the Transaction will not compromise the ability of the Section 214 Holders to meet their respective obligations with respect to Revised Alternative Connect America Cost Model (“Revised ACAM-I”) support, the Emergency Broadband Benefit/Affordable Connectivity Program (“EBB/ACP”) and Lifeline services.

Moreover, while FirstLight provides service in portions of the same counties (except Wyoming and Yates counties in New York) as the Section 214 Holders (as described below), Transferee’s acquisition of the Section 214 Holders will not diminish competition. While Transferee and FirstLight are ultimately controlled by Antin SAS, they are owned by separate Antin funds (Transferee by the Antin Mid Cap Funds and FirstLight by the Antin III Funds<sup>10</sup>). And, the Section 214 Holders and FirstLight will continue to operate independently immediately following closing with no plans to combine their operations or management teams. Furthermore, the Transaction will not negatively impact existing or future plans of the Section 214 Holders or Firstlight to invest in and deploy additional broadband infrastructure, which will continue to be

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<sup>10</sup> The “Antin III Funds” are comprised of Antin Infrastructure Partners III FPCI, Antin Infrastructure Partners III LP, Antin III FinCo SCS and Flight Co-Invest LP. For additional details regarding the Antin III Funds, see WC Docket Nos. 18-83, 20-78 and 20-176.

pursued independently. Therefore, the Transactions will not eliminate any telecommunications service provider in any geographic area. Further, while Section 214 Holders' service areas are primarily residential, FirstLight's customer base only includes business/enterprise and wholesale customers. Finally, there are multiple other competitors in each of the counties served by the Section 214 Holders.

#### **IV. INFORMATION REQUIRED BY SECTION 63.24(e)**

Pursuant to Section 63.24(e)(2) of the Commission's rules, the Applicants provide the following information pursuant to Sections 63.18(a)-(d) and (h)-(p) in support of this Application:

##### **(a) Name, address and telephone number of each Applicant:**

<b>Section 214 Holders:</b>	Empire Telephone Corporation	FRN: 0004314605
	Empire Long Distance Corporation	0013397740
	North Penn Telephone Company	0004324802
	North Penn Long Distance Corporation	0013395207
	34 Main Street, PO Box 349	
	Prattsburgh, NY 14873	
	607-522-3712	

<b>Transferors:</b>	Lantelco, Inc.	FRN: 0032235558
	Barch Corporation	0032235574
	34 Main Street, PO Box 349	
	Prattsburgh, NY 14873	
	607-522-3712	

<b>Transferee:</b>	Endurance Parent, Inc.	FRN: 0032186124
	c/o Antin Infrastructure Partners	
	1114 Avenue of the Americas	
	New York, NY 10036	
	212-321-4250	

##### **(b) Jurisdictions of Organization:**

**Section 214 Holders:** Empire Telephone Corporation is a corporation formed under the laws of New York.

Empire Long Distance Corporation is a corporation formed under the laws of New York.

North Penn Telephone Company is a corporation formed under the laws of Pennsylvania.

North Penn Long Distance Corporation is a corporation formed under the laws of Pennsylvania.

**Transferors:** Lantelco, Inc. is a corporation formed under the laws of New York.

Barch Corporation is a corporation formed under the laws of New York.

**Transferee:** Endurance Parent, Inc. is a corporation formed under the laws of Delaware.

**(c) (Answer to Question 10) Correspondence concerning this Application should be sent to:**

For Transferee:

Catherine Wang  
Brett P. Ferenchak  
Patricia Cave  
Morgan, Lewis & Bockius LLP  
1111 Pennsylvania Ave, N.W.  
Washington, DC 20004-2541  
202-739-3000 (tel)  
202-739-3001 (fax)  
catherine.wang@morganlewis.com  
brett.ferenchak@morganlewis.com  
patricia.cave@morganlewis.com

For Transferors and Section 214 Holders:

Thomas J. Moorman  
Woods Aitken LLP  
5335 Wisconsin Avenue N.W., Suite 950  
Washington, D.C. 20015  
202-944-9502 (tel)  
202-944-9501 (fax)  
tmoorman@woodsaitken.com

Thomas R. Anderson  
Harter Secrest & Emery LLP  
1600 Bausch & Lomb Place, Rochester,  
NY 14604-2711  
585-231-1106 (tel)  
585-232-2152 (fax)  
TAnderson@hselaw.com

With copies for Transferee to:

Marc Reiser, Investment Director – Legal  
c/o Antin Infrastructure Partners  
1114 Avenue of the Americas  
New York, NY 10036  
marc.reiser@antin-ip.com

With copies for Transferors and Section 214  
Holders to:

Brian Wagner, CEO  
Empire Telephone  
7106 State Route 53  
Prattsburgh, NY 14873  
brwag@empacc.net

Thomas Prestigiacomo  
Empire Telephone Corporation  
North Penn Telephone Company  
34 Main St.  
Prattsburgh, NY 14873  
TPrestigiacomo@etcnpt.com

**(d) Section 214 Authorizations**

**Section 214 Holders:** Empire Telephone is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. *See* 47 C.F.R. § 63.01.

ELD is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. *See* 47 C.F.R. § 63.01. ELD also holds international section 214 authority to provide global or limited global resale service. *See* IB File No. ITC-214-20050520-00196.

North Penn Telephone is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. *See* 47 C.F.R. § 63.01.

NPLD is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. *See* 47 C.F.R. § 63.01. North Penn Long Distance Corporation also holds international section 214 authority to provide global or limited global resale service. *See* IB File No. ITC-214-20050520-00195.

**Transferors:** Transferors are holding companies that do not hold any Section 214 authorizations.

**Transferee:** Transferee is a holding company that does not hold any Section 214 authorizations. The following affiliates that through Antin France have common ultimate control with Transferee hold domestic and/or international Section 214 authorizations:

BestWeb Corporation (“BestWeb”) holds blanket domestic Section 214 authority pursuant to 47 C.F.R. § 63.01.

FirstLight holds blanket domestic Section 214 authority pursuant to 47 C.F.R. § 63.01. FirstLight also holds international Section 214

authorizations to provide global or limited global facilities-based and resale services granted in IB File Nos. ITC-214-19990825-00538 and ITC-214-20010209-00086.

Oxford Telephone Company (“Oxford Telephone”) holds blanket domestic Section 214 authority pursuant to 47 C.F.R. § 63.01.

Oxford West Telephone Company (“Oxford West”) holds blanket domestic Section 214 authority pursuant to 47 C.F.R. § 63.01.

PrimeLink Inc. (“PrimeLink”) holds blanket domestic Section 214 authority pursuant to 47 C.F.R. § 63.01. PrimeLink also holds international Section 214 authorizations to provide facilities-based and global resold international services. *See* IB File Nos. ITC-214-19970324-00166 and ITC-214-19990924-00588.

(h) **(Answer to Questions 11 & 12)** Following completion of the Transactions, Empire Telephone, ELD and North Penn Telephone will become direct, wholly owned subsidiaries of Transferee. NPLD will remain a direct, wholly owned subsidiary of North Penn Telephone. As a result of the Transactions, the Section 214 Holders will become subsidiaries of Transferee and indirectly owned and controlled by the Antin Mid Cap Funds. Information about the entities that are expected to hold or control a ten percent (10%) or greater direct or indirect ownership interest in the Section 214 Holders upon completion of the Transactions as calculated pursuant to the Commission’s ownership attribution rules for wireline and international telecommunications carriers is set forth in **Exhibit B**.

Transferee does not have any interlocking directorates with a foreign carrier other than FirstLight, which is a foreign carrier in Canada.

Upon or following completion of the Transactions, none of the Transferors nor the Section 214 Holders are expected to have an interlocking directorate with a foreign carrier other than FirstLight.

(i) **(Answer to Question 14)** Transferee certifies that it is not a foreign carrier and that it is affiliated (as defined in 47 C.F.R. § 63.09) with certain foreign carriers through common

ownership with related Antin funds. Through this common ownership, Transferee is affiliated with FirstLight, a foreign carrier in Canada holding a license to provide Basic International Telecommunications Services and a registration as a reseller of telecommunications services. Transferee also has the following foreign carrier affiliates through common ultimate ownership or control by Antin France:

- Eurofiber Nederland is an independent and non-dominant provider of fixed telecommunications services to enterprise customers in the Netherlands.
- Eurofiber N.V. is an independent and non-dominant provider of fixed telecommunications services to enterprise customers in Belgium.
- Cityfibre is an independent and non-dominant provider of fixed telecommunications services to enterprise customers in the United Kingdom.
- Lyntia is an independent and non-dominant provider of fixed telecommunications services to enterprise customers in Spain.

Currently, none of the Section 214 Holders is a foreign carrier or affiliated with any foreign carrier(s). Upon completion of the Transactions, the Section 214 Holders will be affiliated with Transferee's foreign carrier affiliates listed above.

(j) (Answer to Question 15) Transferee certifies that upon consummation of the Transactions (1) it will not be a foreign carrier in any country, (2) it does not control any foreign carrier in any foreign country, and (3) an entity that controls Transferee controls the non-dominant foreign carriers in Canada, Belgium, the Netherlands, Spain and the United Kingdom.

(k) Transferee certifies that each country listed in (i) above is a Member of the World Trade Organization ("WTO"). None of the foreign carriers listed in (i) above is on the Commission's List of Foreign Telecommunications Carriers that are Presumed to Possess Market

Power in Foreign Telecommunications Markets, released on January 26, 2007. In addition, each of these foreign carriers offers services in competition with dominant foreign carriers and others.

(m) Transferee qualifies for a presumption of non-dominance under Section 63.10(a)(1) and (3) of the Commission's Rules, 47 C.F.R. § 63.10(a)(1, 3), because upon completion of the Transactions, Transferee will not, and is affiliated only with foreign carriers that will not, have more than a 50% market share in the international transport and local access markets in the countries they serve. Upon completion of the Transactions, the Section 214 Holders will qualify for a presumption of non-dominance for the same reasons.

(n) Applicants certify that they have not agreed to accept special concessions, directly or indirectly, from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Applicants certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of their knowledge, information and belief, no party to this Joint Application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853a.

(p) Applicants do not request streamlined processing because Transferee has foreign ownership that does not qualify for an exemption from referral by the Commission to the Executive Branch.<sup>11</sup>

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<sup>11</sup> The Commission has adopted a policy of routinely processing joint international and domestic section 214 transfer of control applications involving foreign ownership on a non-streamlined basis to eliminate the need to remove an application from streamlined processing in response to a deferral request from the Executive Branch. *See Process Reform for Executive Branch Review of Certain FCC Applications and Petitions Involving Foreign Ownership*, Report and Order, 35 FCC Rcd 10927, 10957-58, para. 81 & n. 205 (2020).



**V. INFORMATION REQUIRED BY SECTION 63.04**

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority to transfer indirect control of the Section 214 Holders to Transferee to address the requirements set forth in Section 63.04(a)(6)-(12) of the Commission's Rules:

**(a)(6) Description of the Transactions**

*See* Section II above.

**(a)(7) Geographic Serving Areas of the Applicants**

(i) The Section 214 Holders provide incumbent local exchange telecommunications services or competitive local exchange or interexchange telecommunications services in certain areas of New York and Pennsylvania.

- a. Empire Telephone is a rural, incumbent local exchange carrier ("RLEC") and is an Eligible Telecommunications Carrier ("ETC") in the State of New York with Study Area Code ("SAC") 150093. Empire Telephone provides service in the following counties (or portions thereof) in New York: Chemung, Genesee, Schuyler, Seneca, Steuben, and Yates. Empire Telephone receives fixed high-cost universal service fund ("USF") support through the Revised ACAM-I mechanism. Empire Telephone also receives Intercarrier Compensation ("ICC"). Empire Telephone does not receive USF support from the Connect America Fund ("CAF") Phase II Auction (Auction 903), Rural Digital Opportunity Fund ("RDOF") Phase I Auction (Auction 904) or Rural Broadband Experiment ("RBE"). Empire Telephone is a participating provider in the EBB/ACP and provides Lifeline services.

- b. ELD is a competitive facilities-based provider and reseller of local exchange and interexchange service in the following counties (or portions thereof) in New York: Broome, Chemung, Genesee, Livingston, Madison, Monroe, Ontario, Schuyler, Seneca, Steuben, Tioga, Tompkins, Wyoming, and Yates. ELD is not an ETC and does not receive high-cost USF support. ELD does participate in the EBB/ACP.
- c. North Penn Telephone is an RLEC and ETC in the Commonwealth of Pennsylvania and has SAC 170192. North Penn Telephone provides service in the following counties in Pennsylvania: Bradford, Tioga. North Penn receives fixed high-cost USF support through the Revised ACAM-I mechanism. North Penn Telephone also receives ICC. North Penn Telephone does not receive USF support through the CAF Phase II Auction, RDOF, RBE, or other high-cost programs. North Penn Telephone is a participating provider in the EBB/ACP and provides Lifeline services.
- d. NPLD is an interexchange carrier reseller, competitive access provider and provider of competitive local exchange service in the Commonwealth of Pennsylvania. NPLD provides service in the following counties (or portions thereof) in Pennsylvania: Bradford, Tioga. NPLD does not receive high-cost USF support and is not an ETC. NPLD does participate in the EBB/ACP.

The Section 214 Holders also are affiliated with: (a) EVSC, a cable operator holding cable franchises from multiple localities in New York and (b) Community, a cable operator holding cable franchises from multiple localities in New York and Pennsylvania. Neither EVSC nor Community provide telecommunications services.

(ii) Transferee is a holding company with no operations. Through common control with other funds ultimately controlled by Antin France, Transferee is affiliated with the following entities that provide domestic telecommunications services:

a. FirstLight provides telecommunications services in Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island and Vermont. In New York, FirstLight owns fiber primarily in the southern and eastern portions of the state, including metro networks in Albany, Westchester County, Schenectady, and Troy. FirstLight also owns a fiber network connecting Rochester, Ithaca and Syracuse, and operates a regional, intercity network across the western and central portions of the state connecting large markets such as Buffalo, Rochester, Syracuse, and Utica. In Pennsylvania, FirstLight owns a fiber network connecting 55 of the 67 counties in Pennsylvania including cities such as Altoona, Lancaster, Pittsburg, Philadelphia, Reading, and Wilkes-Barre. FirstLight is not an ETC and does not receive any high-cost USF support but is a participating provider in EBB/ACP. FirstLight provides service in portions of each of the counties served by the Section 214 Holders. The following subsidiaries of FirstLight are providers of domestic telecommunications services:

i. Oxford Telephone is an ILEC and exchange access provider serving Buckfield, Turner, North Turner, Sumner, Canton and West Paris, Maine. Oxford Telephone is an ETC in Maine that receives cost-based high-cost USF support only through the Connect America Fund-Broadband Loop Support (“CAF-BLS”) and High Cost Loop Support (“HCLS”) mechanisms. Oxford Telephone also receives ICC. Oxford Telephone has SAC 100019. Oxford Telephone does

not participate in the EBB/ACP. The service territories of Oxford Telephone are not adjacent to and do not overlap with the service territories of the Section 214 Holders.

- ii. Oxford West is an ILEC and exchange access provider serving Hebron, Bryant Pond, Bethel, West Bethel, Roxbury Pond, Locke Mills, North Norway, Andover, and Upton, Maine. Oxford West is an ETC in Maine that receives cost-based high-cost USF support only through the CAF-BLS and HCLS mechanisms. Oxford Telephone also receives ICC. Oxford West has SAC 100002. Oxford West does not participate in the EBB/ACP. The service territories of Oxford West are not adjacent to and do not overlap with the service territories of the Section 214 Holders.
- iii. BestWeb provides dark fiber, wide area Ethernet, Internet bandwidth, and voice services in Westchester, Rockland, and Putnam counties in the State of New York. BestWeb's subsidiary Best Web CLEC Ltd. ("BestWeb CLEC") also provides intrastate telecommunications services in the State of New York. Neither BestWeb nor BestWeb CLEC are ETCs or receive any high-cost USF support. Neither BestWeb nor BestWeb CLEC participate in the EBB/ACP. The service territories of BestWeb are not adjacent to and do not overlap with the service territories of the Section 214 Holders.
- iv. PrimeLink provides intrastate, interstate and international telecommunications services in northeastern New York, where it provides facilities-based and resold intrastate telecommunications services, including local exchange service, with a service area limited to the areas served by Verizon in LATA 134. In New

York, PrimeLink has nearly 400 fiber route miles in New York, comprised of owned and leased (including IRUs) facilities, including approximately 182 owned route miles of fiber in the State of New York to provide services in Altona, Glens Falls, Mooers, Mooers Forks, Plattsburgh, Queensbury, Saratoga Springs, and specific areas of Washington County, as well as the town of Champlain and the village of Rouses at the Canadian border. PrimeLink obtains USF support through the E-Rate program and is an ETC in New York but does not receive any high-cost USF or currently have any Lifeline customers. PrimeLink has/had SAC 159012. PrimeLink does not participate in the EBB/ACP. The service territories of PrimeLink are not adjacent to and do not overlap with the service territories of the Section 214 Holders.

- v. K&S #102, Inc. (“102”) holds NYPSC authorization to provide facilities-based and resold intrastate telecommunications services, including local exchange service, in New York. 102, however, only provides intrastate non-switched transport service over a single intrastate fiber optic route from Fort Edwards, New York to Glen Falls, New York. 102’s only customer is PrimeLink. 102 is not an ETC and does not receive any high-cost USF. 102 does not participate in the EBB/ACP. The service territories of 102 are not adjacent to and do not overlap with the service territories of the Section 214 Holders.

(iii) Except as described above, no person or entity that directly or indirectly, owns or controls 10% or more of Transferee also directly or indirectly owns or controls 10% or more of another telecommunications provider in the United States.

**(a)(8) Streamlined Treatment**

Applicants do not request streamlined processing because Transferee has foreign ownership that does not qualify for an exemption from referral by the Commission to the Executive Branch.<sup>12</sup>

**(a)(9) Other Related Applications Before the Commission**

Transferee, Barch and North Penn Telephone will file an application to transfer control of North Penn Telephone's wireless license (Call Sign WQ0W626; IB – Industrial/Business Pool, Conventional).

**(a)(10) Statement of Imminent Business Failure**

No party is requesting special consideration because it is facing imminent business failure.

**(a)(11) Separately-Filed Waiver Requests**

None.

**(a)(12) Public Interest Statement**

A statement showing how a grant of the Application will serve the public interest, convenience and necessity is provided in Section III, above.

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<sup>12</sup> See *supra* note 11.

## VI. CONCLUSION

For the foregoing reasons, the Applicants respectfully request that the Commission promptly grant this Joint Application.

Respectfully Submitted,

/s/ Thomas J. Moorman

Thomas J. Moorman  
Woods Aitken LLP  
5335 Wisconsin Avenue N.W., Suite 950  
Washington, D.C. 20015  
202-944-9502 (tel)  
202-944-9501 (fax)  
tmoorman@woodsaitken.com

*Counsel for Transferors and the Section 214  
Holders*

/s/ Brett P. Ferenchak

Catherine Wang  
Brett P. Ferenchak  
Patricia Cave  
**MORGAN, LEWIS & BOCKIUS LLP**  
1111 Pennsylvania Avenue, N.W.  
Washington, DC 20004  
202-739-3000 (tel)  
202-739-3001 (fax)  
catherine.wang@morganlewis.com  
brett.ferenchak@morganlewis.com  
patricia.cave@morganlewis.com

*Counsel for Transferee*

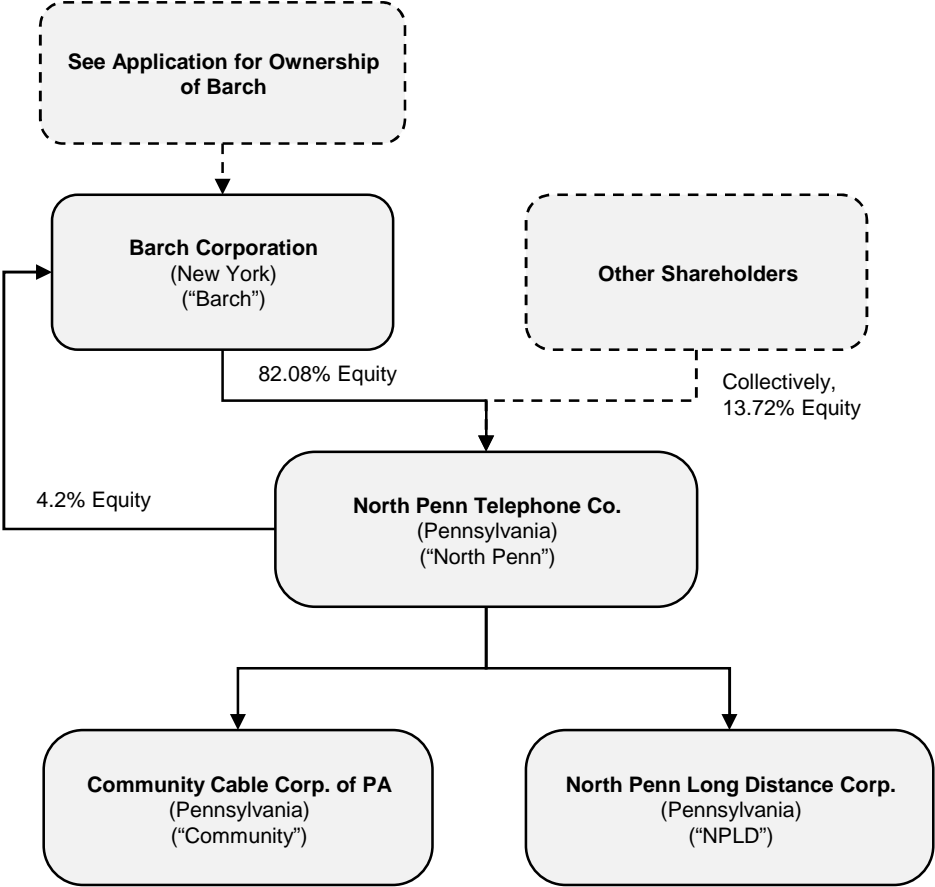
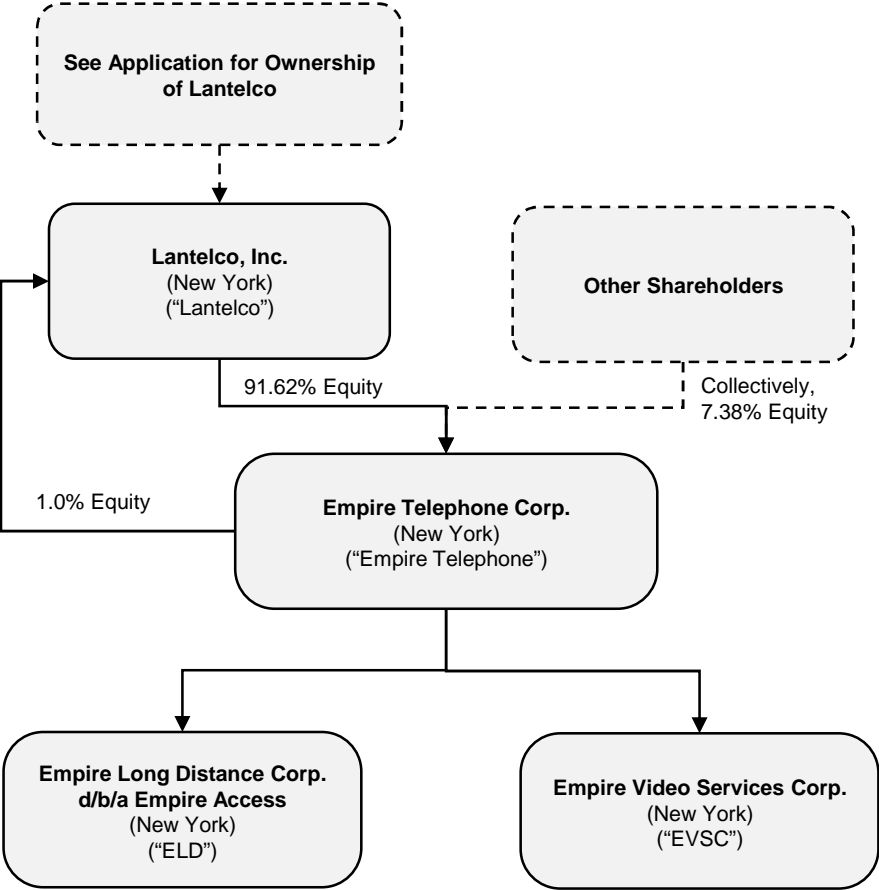
Dated: April 14, 2021

**EXHIBIT A**

**Current, Post-Transactions and Post-*Pro Forma* Holdings Contribution  
Organizational Structure Charts**



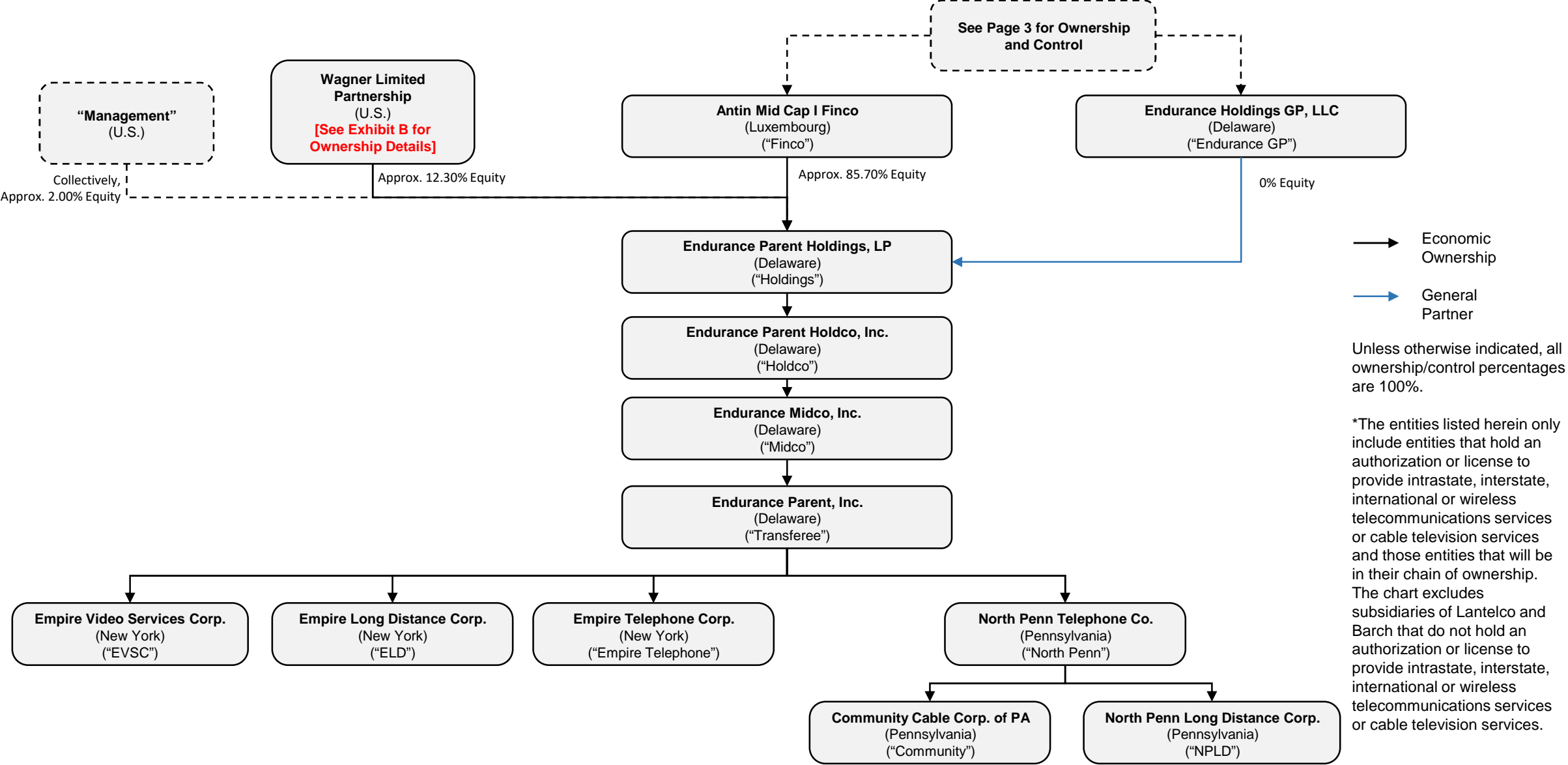
**Current Ownership Structure\***

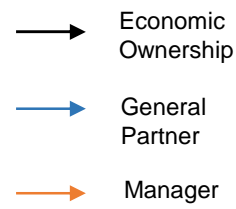


\*The entities listed herein only include entities that hold an authorization or license to provide intrastate, interstate, international or wireless telecommunications services or cable television services and those entities that are in their chain of ownership. The chart excludes subsidiaries of Lantelco and Barch that do not hold an authorization or license to provide intrastate, interstate, international or wireless telecommunications services or cable television services.

Unless otherwise indicated, all ownership/control percentages are 100%.

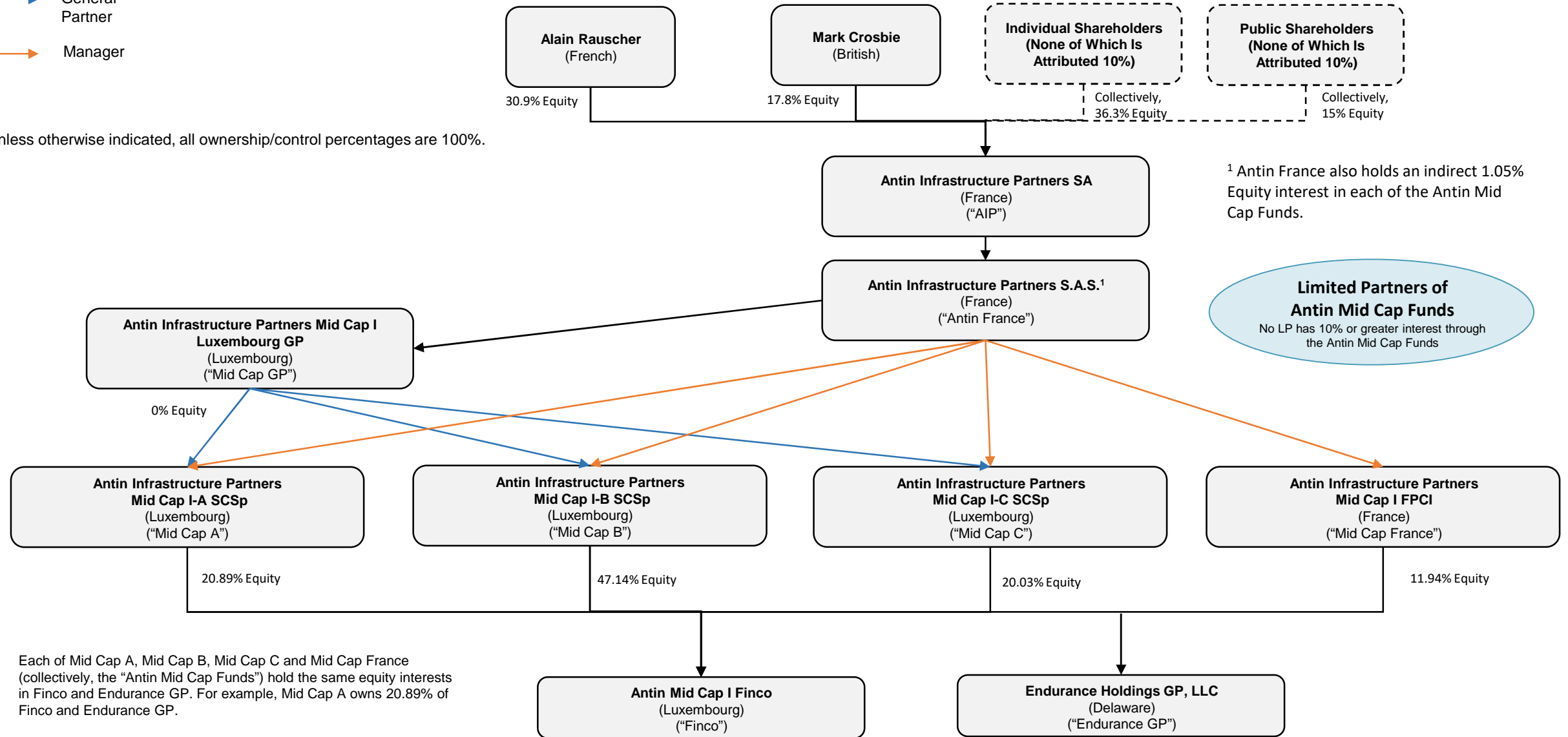
Post-Transactions Ownership Structure (Chart 1)\*



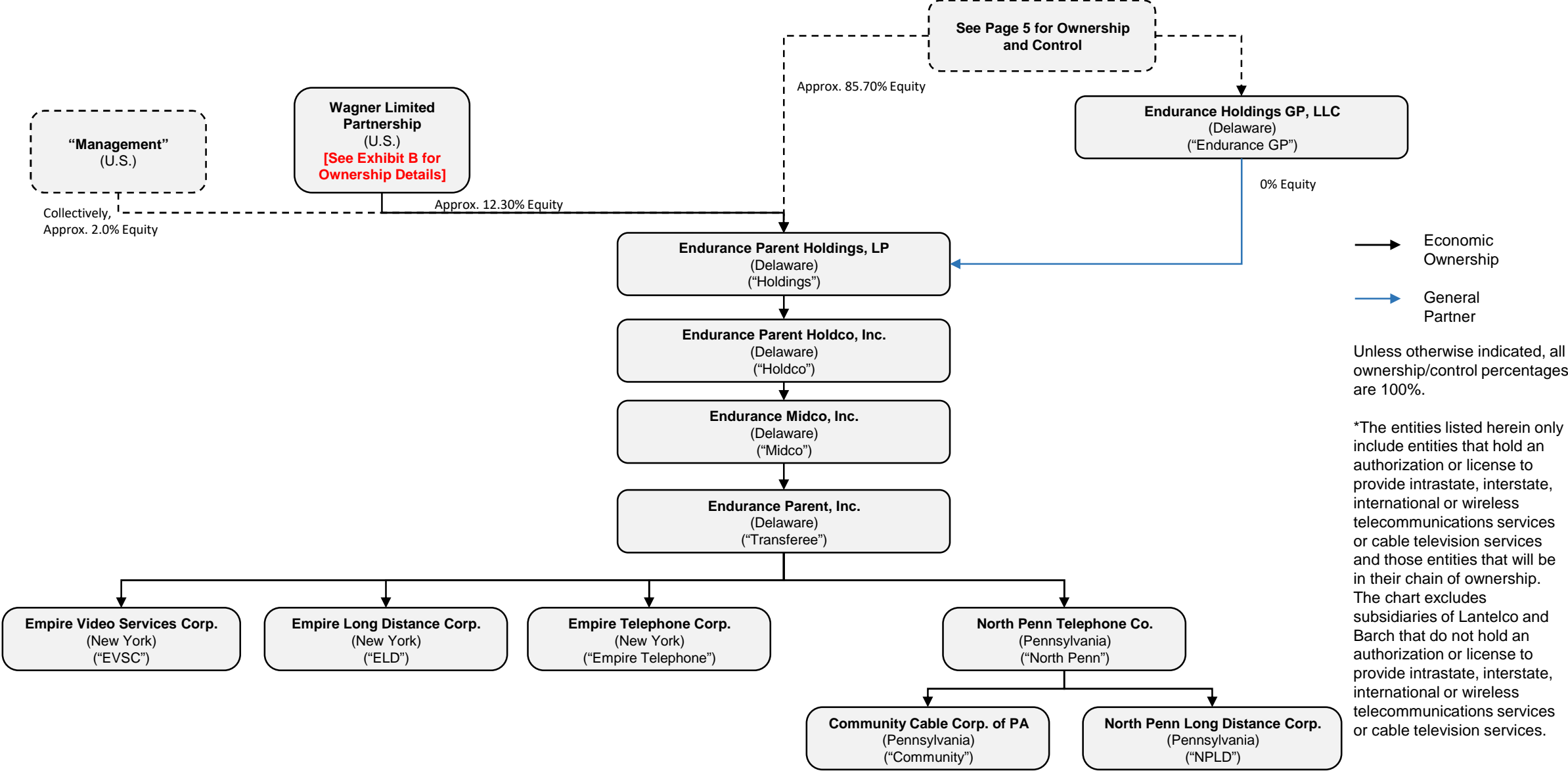


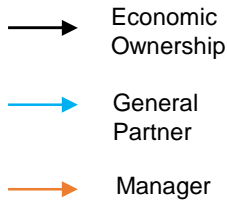
## Post-Transactions Ownership Structure (Chart 2)

Unless otherwise indicated, all ownership/control percentages are 100%.



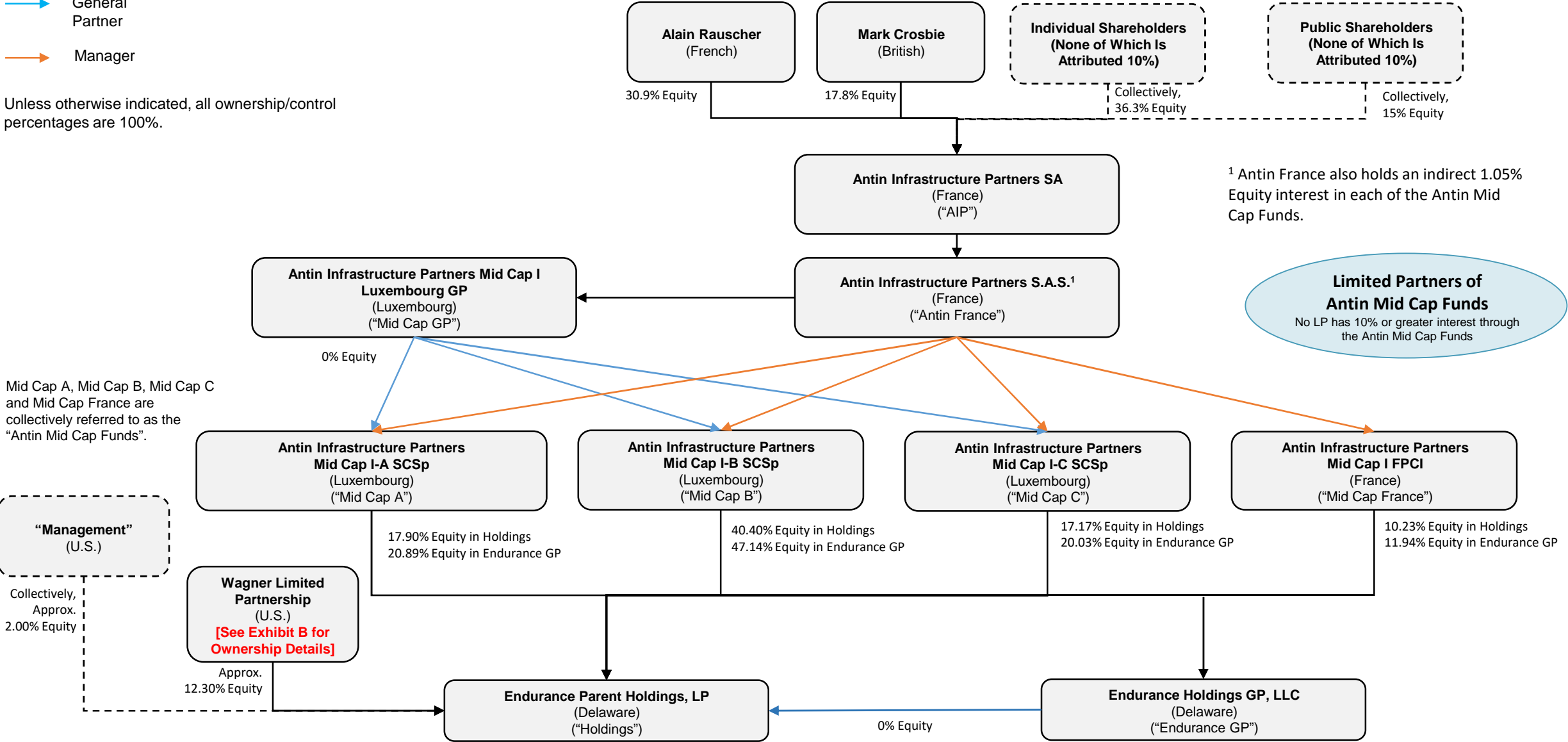
**Post-Pro Forma Holdings Contribution Ownership Structure (Chart 1)\***





**Post-Pro Forma Holdings Contribution Ownership Structure (Chart 2)**

Unless otherwise indicated, all ownership/control percentages are 100%.



**EXHIBIT B**

**Description of Post-Transactions Ownership of the Section 214 Holders**

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## **EXHIBIT B**

### **Description of Post-Transactions Ownership**

Upon completion of the Transactions, the following entities are expected to hold, directly or indirectly, a 10% or greater interest in the Section 214 Holders as calculated pursuant to the Commission ownership attribution rules for international telecommunications carriers.

**1. Direct and Indirect 100% Owners of Section 214 Holders:** Upon completion of the Transactions, the following entity will hold a direct 100% interest in North Penn Long Distance Corporation (“NPLD”):

**North Penn Telephone Company (“North Penn”)**

*Address:* 34 Main Street, PO Box 349  
Prattsburgh, NY 14873  
*Place of Organization:* Pennsylvania  
*Principal Business:* Telecommunications  
*Attributed Interest Held:* 100% (directly, as 100% owner of NPLD)

Upon completion of the Transactions, the following entity will hold a direct 100% interest in Empire Telephone Corporation (“Empire Telephone”), Empire Long Distance Corporation (“ELD”) and North Penn and, an indirect 100% interest in NPLD through North Penn:

**Endurance Parent, Inc. (“Transferee”)**

*Address:* c/o Antin Infrastructure Partners  
1114 Avenue of the Americas  
New York, New York 10036  
*Place of Organization:* Delaware  
*Principal Business:* Holding Company  
*Attributed Interest Held:* 100% (directly, and in the case of NPLD indirectly, as 100% owner of each of the Section 214 Holders)

**2. Direct and Indirect 100% Owners of Transferee:** Upon completion of the Transactions, the following entities will hold a 100% indirect interest in the Section 214 Holders through their 100% direct or indirect interest in Transferee:

**Endurance Parent Midco, Inc. (“Midco”)**

*Address:* c/o Antin Infrastructure Partners  
1114 Avenue of the Americas  
New York, New York 10036  
*Place of Organization:* Delaware  
*Principal Business:* Holding Company  
*Attributed Interest Held:* 100% (indirectly, as 100% owner of Transferee)

**Endurance Parent Holdco Inc. (“Holdco”)**

*Address:* c/o Antin Infrastructure Partners  
1114 Avenue of the Americas  
New York, New York 10036  
*Place of Organization:* Delaware  
*Principal Business:* Holding Company  
*Attributed Interest Held:* 100% (indirectly, as 100% owner of Midco)

**Endurance Parent Holdings, LP (“Holdings”)**

*Address:* c/o Antin Infrastructure Partners  
1114 Avenue of the Americas  
New York, New York 10036  
*Place of Organization:* Delaware  
*Principal Business:* Holding Company  
*Attributed Interest Held:* 100% (indirectly, as 100% owner of Holdco)

The general partner of Holdings is Endurance Holdings GP, LLC (see below). At closing, the limited partners of Holdings will include (i) Antin Mid Cap I Finco (“Finco”) (see paragraph 3 below), (ii) Wagner Limited Partnership (see paragraphs 3 and 4 below) and (iii) certain members of management, which members will collectively hold less than 10% of the limited partnership interests. As described in Section II of the Application, it is expected that within approximately one year following the Transactions, Finco’s limited partnership interest in Holdings will be transferred to the Antin Mid Cap Funds (the “*Pro Forma Holdings Contribution*”) in the same percentages as those entities currently own Finco. As a result, Finco will be removed from the ownership structure, and the Antin Mid Cap Funds will hold direct interests in Holdings. The *Pro Forma Holdings Contribution* may result in a slight adjustment to the ownership interests directly held by each limited partner of Holdings. The pre-*Pro Forma Holdings Contribution* and post-*Pro Forma Holdings Contribution* attributed interests for Finco and the Antin Mid Cap Funds are provided below.

**Endurance Holdings GP, LLC (“Endurance GP”)**

*Address:* 1114 Avenue of the Americas  
New York, New York 10036  
*Place of Organization:* Delaware  
*Principal Business:* Holding Company  
*Attributed Interest Held:* 100% (indirectly, as the general partner (0% equity) of Holdings)



As described in paragraphs 3 and 4 below, the membership interests in Endurance GP are jointly held by the Antin Mid Cap Funds (as defined below) in the same proportions as the interests held by the Antin Mid Cap Funds in Antin Mid Cap I Finco (described below).

**3. Pre-Pro Forma Holdings Contribution Limited Partners of Holdings:** Upon completion of the Transactions and prior to the *Pro Forma Holdings Contribution*, the following entities will be attributed a 10% or greater indirect interest in the Section 214 Holders through their limited partnership interests in Holdings:

**Wagner Limited Partnership (“Wagner Partnership”)**

*Address:* 34 Main Street, PO Box 349  
Prattsburgh, NY 14873  
*Place of Organization:* New York  
*Principal Business:* Investments  
*Attributed Interest Held:* 12.30% (indirectly, through its 12.30% limited partnership interest in Holdings).

**Wagner Partners Management, Inc. (“Wagner GP”)**

*Address:* 34 Main Street, PO Box 349  
Prattsburgh, NY 14873  
*Place of Organization:* New York  
*Principal Business:* Investments  
*Attributed Interest Held:* 12.30% (indirectly, (a) as general partner of and (b) through its 1.00% limited partnership interest in the Wagner Partnership).

Brian A. Wagner, a U.S. citizen, owns a 99.00% limited partnership interest in the Wagner Partnership and a 50% equity interest in Wagner GP. Brian A. Wagner is the sole officer and director of Wagner GP. Robert H. Wagner, a U.S. citizen, owns a 50% equity interest in Wagner GP. No other owner of the Wagner Partnership will be attributed a 10% or greater interest in Holdings.

**Antin Mid Cap I Finco (“Finco”)**

*Address:* 37a Avenue JF Kennedy  
Luxembourg, Grand Duchy of Luxembourg, L-1855  
*Place of Organization:* Luxembourg  
*Principal Business:* Investments  
*Attributed Interest Held:* 85.7% (indirectly, through its 85.7% limited partnership interest in Holdings)

As described below, Finco is owned by the Antin Mid Cap Funds, which also hold the membership interests in Endurance GP.

**Antin Infrastructure Partners Mid Cap I-A SCSp (“Antin Mid Cap A”)**

*Address:* 17, Boulevard F.W. Raiffeisen  
Luxembourg, Grand Duchy of Luxembourg  
L-2411

*Place of Organization:* Luxembourg

*Principal Business:* Investments

*Attributed Interest Held:* 20.89% (indirectly, through its (i) 20.89% ownership of Finco and (ii) 20.89% membership interest in Endurance GP)

No limited partner of Antin Mid Cap A will be attributed a 10% or greater interest in Transferee. The General Partner of Antin Mid Cap A is Antin Infrastructure Partners Mid Cap I Luxembourg GP, and Antin Mid Cap A is managed by Antin Infrastructure Partners S.A.S (please see paragraph 5 below).

**Antin Infrastructure Partners Mid Cap I-B SCSp (“Antin Mid Cap B”)**

*Address:* 17, Boulevard F.W. Raiffeisen  
Luxembourg, Grand Duchy of Luxembourg  
L-2411

*Place of Organization:* Luxembourg

*Principal Business:* Investments

*Attributed Interest Held:* 47.14% (indirectly, through its (i) 47.14% ownership of Finco and (ii) 47.14% membership interest in Endurance GP)

No limited partner of Antin Mid Cap B will be attributed a 10% or greater interest in Transferee. The General Partner of Mid Cap B is Antin Infrastructure Partners Mid Cap I Luxembourg GP, and Antin Mid Cap B is managed by Antin Infrastructure Partners S.A.S (please see paragraph 5 below).

**Antin Infrastructure Partners Mid Cap I-C SCSp (“Antin Mid Cap C”)**

*Address:* 17, Boulevard F.W. Raiffeisen  
Luxembourg, Grand Duchy of Luxembourg  
L-2411

*Place of Organization:* Luxembourg

*Principal Business:* Investments

*Attributed Interest Held:* 20.03% (indirectly, through its (i) 20.03% ownership of Finco and (ii) 20.03% membership interest in Endurance GP)

No limited partner of Antin Mid Cap C will be attributed a 10% or greater interest in Transferee. The General Partner of Mid Cap C is Antin Infrastructure Partners Mid Cap I Luxembourg GP, and Antin Mid Cap B is managed by Antin Infrastructure Partners S.A.S (please see further paragraph 5 below).

**Antin Infrastructure Partners Mid Cap I FPCI (“Antin Mid Cap France”)**

*Address:* 374 Rue Saint Honoré  
75001 Paris, France

*Place of Organization:* France

*Principal Business:* Investments

*Attributed Interest Held:* 11.94% (indirectly, through its (i) 11.94% ownership of Finco and (ii) 11.94% membership interest in Endurance GP)

No limited partner of Antin Mid Cap France will be attributed a 10% or greater interest in Transferee. Antin Mid Cap France is managed by Antin Infrastructure Partners S.A.S (please see paragraph 5 below).

**4. Post-Pro Forma Holdings Contribution Limited Partners of Holdings:** Upon completion of the *Pro Forma Holdings Contribution*, the following entities will be attributed a 10% or greater indirect interest in the Section 214 Holders through their limited partnership interests in Holdings:

**Wagner Limited Partnership (“Wagner Partnership”)**

*Address:* 34 Main Street, PO Box 349  
Prattsburgh, NY 14873

*Place of Organization:* New York

*Principal Business:* Investments

*Attributed Interest Held:* 12.30% (indirectly, through its 12.30% limited partnership interest in Holdings).

**Wagner Partners Management, Inc. (“Wagner GP”)**

*Address:* 34 Main Street, PO Box 349  
Prattsburgh, NY 14873

*Place of Organization:* New York

*Principal Business:* Investments

*Attributed Interest Held:* 12.30% (indirectly, (a) as general partner of and (b) through its 1.00% limited partnership interest in the Wagner Partnership).

Brian A. Wagner, a U.S. citizen, owns a 99.00% limited partnership interest in the Wagner Partnership and a 50% equity interest in Wagner GP. Brian A. Wagner is the sole officer and director of Wagner GP. Robert H. Wagner, a U.S. citizen, owns a 50% equity interest in Wagner GP. No other owner of the Wagner Partnership will be attributed a 10% or greater interest in Holdings.

**Antin Infrastructure Partners Mid Cap I-A SCSp (“Antin Mid Cap A”)**

*Address:* 17, Boulevard F.W. Raiffeisen  
Luxembourg, Grand Duchy of Luxembourg, L-2411

*Place of Organization:* Luxembourg

*Principal Business:* Investments

*Attributed Interest Held:* 20.89% (indirectly, through its (i) 17.90% limited partnership interest in Holdings and (ii) 20.89% membership interest in Endurance GP)

No limited partner of Antin Mid Cap A will be attributed a 10% or greater interest in Transferee. The General Partner of Antin Mid Cap A is Antin Infrastructure Partners Mid Cap I Luxembourg GP, and Antin Mid Cap A is managed by Antin Infrastructure Partners S.A.S (please see paragraph 5 below).

**Antin Infrastructure Partners Mid Cap I-B SCSp (“Antin Mid Cap B”)**

*Address:* 17, Boulevard F.W. Raiffeisen  
Luxembourg, Grand Duchy of Luxembourg, L-2411

*Place of Organization:* Luxembourg

*Principal Business:* Investments

*Attributed Interest Held:* 47.14% (indirectly, through its (i) 40.40% limited partnership interest in Holdings and (ii) 47.14% membership interest in Endurance GP)

No limited partner of Antin Mid Cap B will be attributed a 10% or greater interest in Transferee. The General Partner of Mid Cap B is Antin Infrastructure Partners Mid Cap I Luxembourg GP, and Antin Mid Cap B is managed by Antin Infrastructure Partners S.A.S (please see paragraph 5 below).

**Antin Infrastructure Partners Mid Cap I-C SCSp (“Antin Mid Cap C”)**

*Address:* 17, Boulevard F.W. Raiffeisen  
Luxembourg, Grand Duchy of Luxembourg, L-2411

*Place of Organization:* Luxembourg

*Principal Business:* Investments

*Attributed Interest Held:* 20.03% (indirectly, through its (i) 17.17% limited partnership interest in Holdings and (ii) 20.03% membership interest in Endurance GP)

No limited partner of Antin Mid Cap C will be attributed a 10% or greater interest in Transferee. The General Partner of Mid Cap C is Antin Infrastructure Partners Mid Cap I Luxembourg GP, and Antin Mid Cap B is managed by Antin Infrastructure Partners S.A.S (please see paragraph 5 below).

**Antin Infrastructure Partners Mid Cap I FPCI (“Antin Mid Cap France”)**

*Address:* 374 Rue Saint Honoré  
75001 Paris, France

*Place of Organization:* France

*Principal Business:* Investments

*Attributed Interest Held:* 11.94% (indirectly, through its (i) 10.23% limited partnership interest in Holdings and (ii) 11.94% membership interest in Endurance GP)

No limited partner of Antin Mid Cap France will be attributed a 10% or greater interest in Transferee. Antin Mid Cap France is managed by Antin Infrastructure Partners S.A.S (please see paragraph 5 below).

**5. Ownership and Control of the Antin Mid Cap Funds (as defined below):**

Following completion of the Transactions (and the *Pro Forma Holdings Contribution*), the following persons and entities will be attributed a 10% or greater indirect interest in the Section 214 Holders through control of the Antin Mid Cap Funds:

Economic interest in Antin Mid Cap A, Antin Mid Cap B, Antin Mid Cap C, and Antin Mid Cap France (collectively, the “Antin Mid Cap Funds”) is broadly held through institutional investors, including pension funds, insurance companies, and asset managers. No single individual or entity will be attributed a 10% or greater interest in the Antin Mid Cap Funds or, indirectly, in Transferee or the Section 214 Holders.

**Antin Infrastructure Partners Mid Cap I Luxembourg GP (“Mid Cap GP”)**

*Address:* 17, Boulevard F.W. Raiffeisen  
Luxembourg, Grand Duchy of Luxembourg, L-2411

*Place of Organization:* Luxembourg

*Principal Business:* Fund Management

*Attributed Interest Held:* 100% (indirectly, as general partner (0% equity) of Antin Mid Cap A, Antin Mid Cap B, and Antin Mid Cap C)

Mid Cap GP is wholly owned by Antin Infrastructure Partners S.A.S.

**Antin Infrastructure Partners S.A.S. (“Antin France”)**

*Address:* 374 Rue Saint Honoré  
75001 Paris, France

*Place of Organization:* France

*Principal Business:* Fund Management

*Attributed Interest Held:* 100% (indirectly, (i) through its 100% ownership of Mid Cap GP; and (ii) pursuant to governance, management and

advisory agreements of the Antin Mid Cap Funds (as defined below))<sup>1</sup>

Pursuant to governance, management and advisory agreements of the Antin Mid Cap Funds, all investment decisions in relation to the Antin Mid Cap Funds (including with respect to Holdings and its subsidiaries) are made by Antin France's investment committee (the "Antin Investment Committee"), which is composed of eight (8) individual members.<sup>2</sup> All the Antin Investment Committee's decisions are made by majority vote, with the vote of each Antin Investment Committee member having equal weight, which majority vote must also have the vote of two founding members and individual shareholders of Antin Infrastructure Partners, Mark Crosbie and Alain Rauscher.

Antin France is directly, wholly owned by Antin Infrastructure Partners SA.

**Antin Infrastructure Partners SA ("AIP")**

*Address:* 374 Rue Saint Honoré  
75001 Paris, France  
*Place of Organization:* France  
*Principal Business:* Fund Management  
*Attributed Interest Held:* 100% (indirectly, as 100% owner of Antin France)

AIP is publicly traded on the Euronext Paris exchange under the symbol ANTIN. Except for Mark Crosbie and Alain Rauscher, no person or entity holds a 10% or greater interest in AIP.

Mr. Crosbie, a British citizen, has a 17.80% interest in AIP. His address is c/o Antin Infrastructure Partners UK Limited, 14 St. George St., London W1S 1FE, United Kingdom.

Mr. Rauscher, a French citizen, has a 30.90% interest in Antin France (through AIP). His address is c/o Antin Infrastructure Partners S.A.S., 374 Rue Saint Honoré, 75001 Paris, France.

No other individual or entity has the ability to exercise affirmative or negative control over the Antin Mid Cap Funds or, indirectly, Transferee.

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<sup>1</sup> Antin France also indirectly holds a less than 2% equity interest in the Antin Mid Cap Funds.

<sup>2</sup> The Antin Investment Committee consists of the following individuals: Mélanie Biessy, a French citizen; Mark Crosbie, a British citizen; Stéphane Ifker, a French citizen; Sébastien Lecaudey, a French citizen; Alain Rauscher, a French citizen; Angelika Schöchlin, a German citizen; Kevin Scott Genieser, a U.S. citizen; and Francisco Abularach, a U.S. citizen.

To the Transferee's knowledge, no other person or entity, directly or indirectly, will own or control a ten percent (10%) or greater interest in the Section 214 Holders through Transferee.

## **VERIFICATIONS**



## VERIFICATION

I, Kevin Genieser, state that I am the President of Endurance Parent, Inc. (the “Company”); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof with respect to the Company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 14th day of April, 2022.



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Kevin Genieser  
President  
Endurance Parent, Inc.

## VERIFICATION

I, Thomas Prestigiacomo, state that I am the Chief Financial Officer of Lantelco, Inc., Barch Corporation, Empire Telephone Corporation, Empire Long Distance Corporation d/b/a Empire Access, North Penn Telephone Company and North Penn Long Distance Corporation (collectively, the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof with respect to the Company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 14th day of April, 2022.

A handwritten signature in dark ink, appearing to read 'Tom Prestigiacomo', with a long horizontal flourish extending to the right.

Thomas Prestigiacomo  
Chief Financial Officer  
Lantelco, Inc.  
Barch Corporation  
Empire Telephone Corporation  
Empire Long Distance Corporation d/b/a  
Empire Access  
North Penn Telephone Company  
North Penn Long Distance Corporation